

CODE OF CONDUCT & ETHICS

December 2019

CEO message

The message in this Code of Conduct & Ethics is a simple one – the highest standards of ethics, integrity and safety are fundamental to the way we work with one another and how we do business. Despite the simplicity of this message, a lot of effort has gone into formulating this code. We publish it for a reason and I can't emphasise strongly enough how important it is as a document and expression of our values. It is the touchstone for what we feel most strongly about at Vector, and what we expect of those who work for and with us, for the benefit of our customers, stakeholders, and the communities in which we do business.

Please take the time to read and understand our code and, as you go about your work for Vector, use it to guide your actions and decisions. If you are ever in doubt about how the code might apply to a situation, you should contact your manager, HR or a member of the Legal team for advice.

On behalf of the senior leadership team, as a Vector employee you can rely on our support should you ever feel the need to speak up against behaviour inconsistent with this code or Vector's values. This is what we stand for.

A handwritten signature in black ink, appearing to read 'Simon Mackenzie', with a stylized, cursive script.

*Simon Mackenzie
Group Chief Executive
Vector Limited*

Who the code applies to

Our code applies to all Vector people including our directors, permanent and temporary employees, contractors, contingent workers, those providing services at Vector, as well as anyone acting on our behalf. References to Vector include Vector Limited and our related companies.

OUR VISION

CREATING A NEW ENERGY FUTURE

IT IS ONLY THROUGH LIVING OUR VALUES THAT WE
WILL ACHIEVE OUR VISION



PASSIONATE

We are all champions of Vector and our role in society. We believe in what we do and are committed to delivering results for our customers, communities and shareholders. We are proud of our heritage and positive about our future.



HERE TO WIN

We use our courage and commercial savvy to compete for business, achieve results and create value for our shareholders. As a team, we are focused on having a positive impact and winning the trust, hearts and minds of our customers and communities.



INQUISITIVE

We are both outward and forward looking. We are open to challenging everything we do, as well as ourselves and each other. And we encourage fresh thinking and collaborate to create opportunity.



RESILIENT

We accept ambiguity and seek opportunity. We learn from setbacks and use our experience, determination and creativity to solve problems and adapt to change. We back ourselves and support each other to make things happen.

A guide to the code

Our vision is 'what' we are working towards and our values guide 'how' we work. Our values hold us to account and allow us to respectfully call out the behaviour of others, if needed.

We understand that not everything can always be 'black and white' and sometimes there are 'grey' areas that we need to navigate through. Our code is a practical set of guiding principles for our ethical and behavioural standards, to help us make decisions using our good judgement, in our daily jobs.

People at Vector are expected to comply with our code, our policies and standards, as well as all applicable laws, regulations and industry standards. If you are unsure of any part of this code, or your responsibilities relating to the code, please speak to your manager, HR or a member of the legal team for advice.

The Role of Managers

We're all responsible for Vector doing the right thing, whatever our role. And we expect our managers to be role models, making sure everyone working for them understands the code and how to make decisions that are consistent with the code. This includes coaching and supporting Vector people, or anyone acting on behalf of Vector, when they raise questions or concerns.

What does Good look like – a quick guide

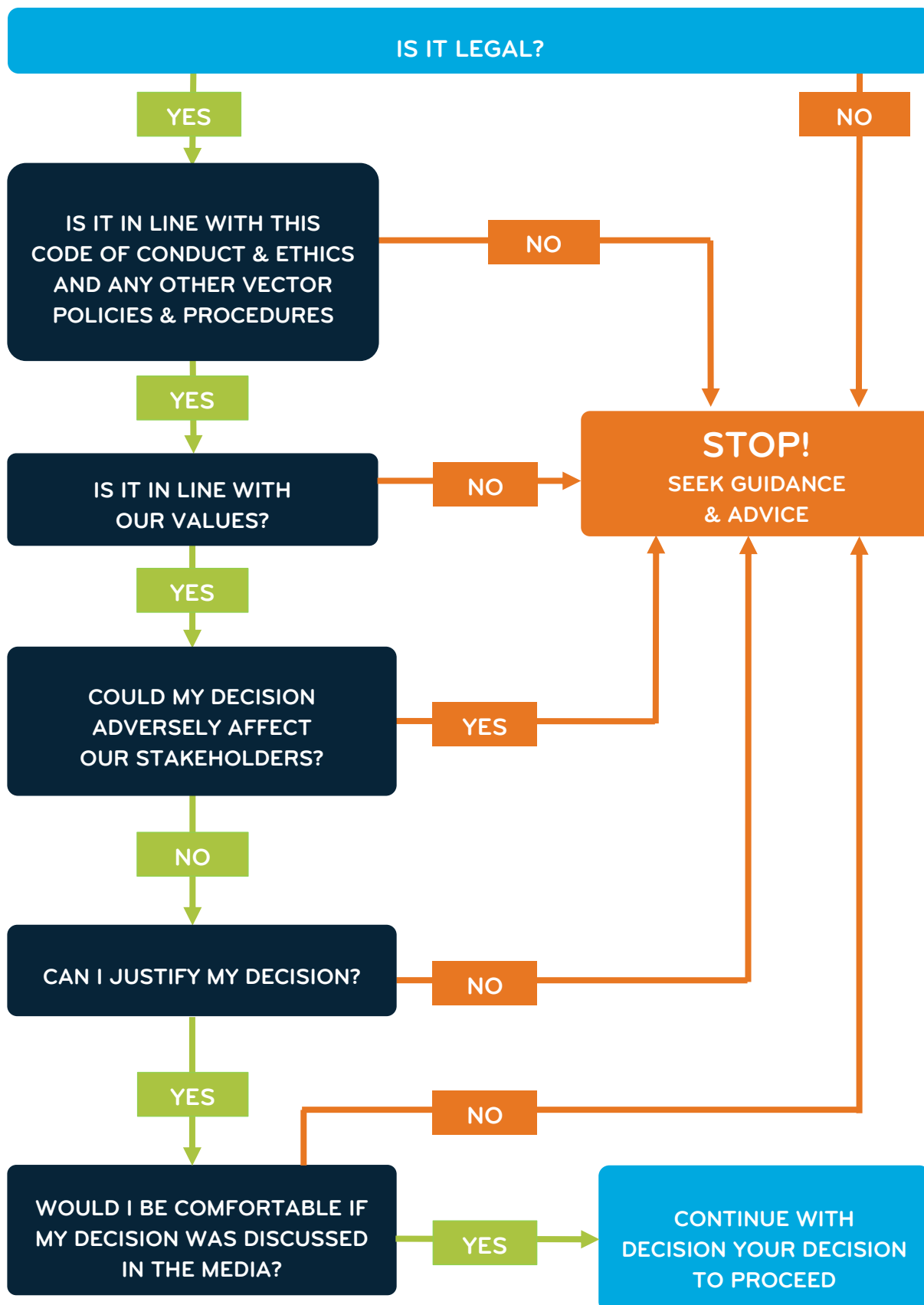


We do:

- Follow this code and comply with all applicable laws, regulations, rules and policies
- Conduct ourselves in an open and honest and professional manner always, and with all stakeholders
- Respect and value the diversity and input of others and promote an inclusive work environment
- Challenge unsafe behaviour, and stop any work that appears unsafe
- Consider how our activities impact the environment
- Take care when dealing with competitors not to do anything that could be anti-competitive behaviour
- Conduct business in a consistent, transparent and ethical manner
- Disclose all potential and actual conflicts of interest
- Ensure that we use our good judgment in deciding whether gifts, entertainment or hospitality could be perceived as a conflict of interest, and we seek guidance before accepting
- Protect, maintain and ensure appropriate use of Vector's systems and information (including material information, personal customer or stakeholder information and intellectual property rights)
- Use Vector's resources appropriately
- Respect and protect Vector's assets to ensure they are not lost, damaged, misused or wasted
- Ask our managers, HR (HR.Askus@vector.co.nz) or the legal team (CompanySecretary@vector.co.nz) if we are at all unsure about anything covered by this Code of Conduct and Ethics.

Decision making guide

To help you make good decisions in line with the code, ask yourself these questions, before you act:



The Standards we expect at Vector

1. We do right by our people

We work with each other and our stakeholders honestly, fairly and with high standards of personal integrity.

Our Diversity & Inclusion

We respect and value diversity within Vector and are committed to creating and maintaining both a diverse workforce and an inclusive workplace for everyone.

We recognise that a diverse and inclusive workplace will result in different perspectives in thinking, problem solving and leadership. This assists us to understand our many customers' needs, attract and recruit people with the best skills and attributes, and improve our business resilience.

Our Psychological Safety

We are committed to providing a safe and professional working environment. We do not tolerate any behaviour which creates an offensive, uncomfortable or threatening work environment. Or any unreasonable and unwelcome behaviour which offends, humiliates, distresses or intimidates another person, or makes them feel unsafe. We are all responsible for ensuring this type of behaviour does not occur.

Q: I feel shy to share my view at a team meeting - I'm worried my teammates might think I can't contribute since I've only just arrived in New Zealand.

A: One of our values is "inquisitive". We believe everyone matters, and that your voice, actions and contributions matter and are valued.

Our Physical Safety

We are committed to ensuring that everyone returns home to their families healthy and unharmed at the end of every working day. Everyone is responsible for working safely and helping others to work safely. The bottom line is if you can't do it safely, then don't do it, and everyone has Vector's support to act on this at any time.

Anyone who does work for Vector, whether they are employees, contingent workers or contractors, are prohibited from working under the influence of drugs and/or alcohol.

Q: We're about to have a celebratory lunch for a huge project that has successfully completed. Because it's a work lunch, it's OK to have alcohol isn't it?

A: Our people's safety is the most important thing, so we have a clear rule of no alcohol at all during work hours. Occasional social functions are OK, as long as you do not return to work if you have had alcohol, and you travel home safely.

Our Commitment to Human Rights

We want to make a positive contribution to human rights and society. To do this, we have a responsibility to respect and promote human rights, so we encourage our partners, suppliers and third parties to adopt similar standards in all countries where they, or their suppliers, operate, this includes paying a living wage to reduce inequities.

We comply with our human rights obligations under the Human Rights Act 1993 and the Employment Relations Act 2000.

Q: You need some temporary support in your team, at their interview, a candidate has told you they'd work for the minimum wage. Can you proceed and pay them minimum wage?

A: In short, no you can't. Vector is proud to be an accredited living wage employer and any person working for Vector can be expected to earn the living wage.

Our Policies

For further information, you can refer to our Diversity and Inclusion Policy, Drug and Alcohol Policy, Workplace Bullying & Harassment Policy, Whistleblower Policy, Health and Safety Policy, Employee Assistance Programme and our Recruitment & Selection Policy.

If anything about these expectations are unclear to you, you should speak to your manager, HR or the legal team for advice.

2. We do right by our communities

Our Relationships

We operate in a manner that encourages lasting, beneficial and engaged relationships with colleagues, suppliers, consumers and communities. We do this by engaging openly and honestly with all stakeholders and conduct ourselves in a professional and respectful manner.

Our Competition

We compete fairly and comply with all competition laws. We succeed in our business on our own merits, with honesty and integrity, and not because of any unfair advantage or use of unacceptable competitive behaviour.

We don't receive or use confidential information (such as price information) from competitors or disclose our own confidential information to any competitors.

Q: If I bump into a former colleague at a seminar who now works for a competitor can I ask them to let me know the next time they are planning to offer free deliveries and I'll let them know when our next discount is going to be?

A: No way! Falsely manipulating the market by agreeing with competitors as to the timing or nature of discounts is anti-competitive.

Our Politics

At Vector we lawfully engage with and help governments at all levels on subjects that we, and our customers, care about. Governments and regulators depend on the expertise of companies like Vector to help develop sensible policies, laws, and regulations.

Our lobbying activity is undertaken only by certain employees authorised to do so. Our Government Relations Manager coordinates Vector's engagement with all government officials and policy makers.

We don't make donations or give gifts to politicians without approval from the Group Chief Executive and we don't let our political views influence our decisions or the work we do for Vector.

Our Honesty & Integrity

As a trusted and respected business, we do not tolerate any form of fraud or corruption by Vector people or anyone who works on our behalf.

Fraud is not only a serious breach of trust, it is also a criminal offence. Fraud includes bribery, corruption, misappropriation, money laundering and other criminal acts, and at Vector we raise concerns about this sort of behaviour without fear of retaliation (see "Non-Retaliation" on page 14).

Q: A supplier has offered to do some work for me at home if I give them preferential treatment. It's a really good deal for me, can I take them up on their offer?

A: This isn't in keeping with our code and could be seen as bribery. Better to steer clear of situations like this, and let your manager know.

Our Environment

We respect the environment and seek to minimise the impact of our operations and enhance our environmental performance through sustainable practices.

Our Policies

For further information, you can refer to our Fraud Control Policy, Procurement Policy, Representing Vector Externally Policy, the Whistleblower Policy, the Sustainability Policy and the Environment Policy.

If anything about these expectations are unclear to you, you should speak to your manager, HR or the legal team for advice.

3. We do the right thing

Conflicts of Interest

Personal interests don't conflict (or appear to conflict) with our responsibilities to Vector. We maintain our independence when making decisions to ensure personal interests, inside or outside Vector, don't interfere or conflict, with our ability to perform our duties. We act in the best interests of Vector's stakeholders at all times.

We ensure potential conflicts are disclosed to our manager and if we're not sure, we ask.

Q: I have a family member that works for a competitor, do I need to tell anyone?

A: Yes, be up front about it and tell your manager, as this could be a conflict of interest. Also, don't forget that sharing work stories is great, but, sharing sensitive company or customer information isn't OK. If you're unsure what you can/can't tell your family member, just ask.

Q: What if I find out my manager goes on expensive holidays with the CEO of a supplier, and I think this may be influencing their decision to choose that supplier?

A: We speak up about conflicts of interest - even potential ones. If you feel uncomfortable raising this with your manager, please speak to someone in the HR or legal team, another manager, or you can raise this directly or anonymously through our Whistleblower process. We strongly encourage you to raise concerns.

Proper Use of Information and Information Systems

We are committed to providing a secure and safe computing environment for our employees by ensuring that the people who use our information systems understand their role in the security, integrity and availability of data and information in these systems.

We respect and protect intellectual property rights and confidential information of Vector, our customers, and our partners. We only use Vector's information and intellectual property for authorised purposes, and do not use IT systems for unreasonable personal use or malicious acts.

Q: A customer calls asking if we can provide a contact number for an old friend they are trying to touch base with, can we provide this?

A: Unfortunately, you can't use our customer data in this way. We have legal obligations to protect our customers' privacy and it shouldn't be used for anything other than the purpose for which it was collected.

Confidentiality and Privacy

Most of us deal with Vector information on a day to day basis, so we need to understand how to use, share and store it if it is confidential, sensitive or personal information.

We only use personal information for the purposes for which it was obtained. We don't use Vector information for personal gain (or allow others to do so) and we protect and properly manage our information, including our information systems and intellectual property.

Q: I've found a wallet and it has the name of the person but not their contact details. Can I use our customer database to find out this information to give it back to them?

A: Your intentions are great, but you can't use our customer data in this way. For privacy reasons, customer data shouldn't be used for anything other than work purposes. Drop it in to your local Police Station, or the bank if there are bank cards in the wallet.

Gifts, Entertainment and Hospitality

We use good judgment in deciding whether gifts, entertainment or hospitality could be seen to compromise or influence any of our decisions. We maintain a gift register to ensure transparency of any material gifts.

Q: I'm at a friend's work party and I win tickets to the rugby in the raffle, can I accept the prize?

A: Yes, you can accept the prize, unless you're receiving it as a Vector employee and you feel pressured to favour that company over others as a result. If that's the case, politely decline the gift. If you're at the party as a Vector representative and the prize/gift is over \$200 in value, you must let your manager know and record it in the gift registry by emailing details to CompanySecretary@vector.co.nz.

Q: I helped a supplier with some work and they have given me a box of chocolates and a \$250 gift card, can I keep them?

A: You must've done a great job for the supplier to be rewarded – well done! If accepting the gift gives you the feeling that you're being asked to give preferential treatment to this supplier, then politely decline, as that's a bribe. If you see it as a kind gesture, tell your manager and if they okay it, you can keep the gift. Don't forget, for all gifts over \$200 in value, email the details to CompanySecretary@vector.co.nz so it can be added to our gift register.

Compliance with Laws, Regulations, Rules and Policies

We comply with all applicable laws, regulations, rules and policies. These include:

- (a) applicable legislation, regulations, rules, and local authority by-laws;
- (b) all statutory and internal disclosure requirements, including disclosing Inland Revenue Department debts and court orders;
- (c) any applicable voluntary codes;
- (d) all Vector policies and standards; and
- (e) obligations in employment agreements and any obligations you owe on behalf of Vector

Insider Trading

We're a publicly listed company on the NZX (New Zealand's stock exchange) which means we're obliged to operate under strict rules regarding information disclosure. We need to continuously disclose any information that may have a material effect on the price of Vector's traded shares and other securities to the markets. All market disclosures must go through the right channels.

Many of us come across information, which if made public, could affect Vector's share price. This is 'material information' and we don't trade or advise others to trade in shares or bonds while we are in possession of 'material information' before it is made public, as to do so is a criminal offence.

Q: If I'm involved in a project for Vector which deals with sensitive information which could affect Vector's share price if made public, can I talk to my partner about this?

A: This could be material information and you should not share it.

External Communications and Social Media

Many of us will need to communicate with external people and organisations as part of our roles. Everything we do, say, and write, and everything our stakeholders say about us can impact our reputation.

If you're contacted by the media, you'll need to direct them to the external relations team. They're responsible for Vector's day-to-day contact with the media, government, NGOs (non-profit organisations) as well as the communities in which we work.

When you use social media and/or email as a Vector employee (or where you could reasonably be identified as a Vector employee) make sure you take the time to evaluate the accuracy and truth of your message, and how it might impact Vector and our stakeholders, before you post or send it.

Delegated Authorities

At Vector, authority is delegated to specified employees to make financial or other commitments for Vector. Vector employees who have authority delegated to them act only within that limit, and only make commitments that are directly related to their business unit and role.

Q: What if I can't work out who has the delegated authority to sign a time-pressured contract as the Delegated Authority Framework (DFA) is vague on a certain point? Can I tell my manager he/she has authority so the deal can go through, to Vector's benefit?

A: Even if it will hold up the deal, it's important to be clear on who can sign the agreement. It's considered serious misconduct to breach the DFA and it's dishonest to advise someone that they are ok to sign a document when they are not authorised to do so.

Proper Use of Assets

We protect and appropriately use Vector's resources and assets. These include property, financial resources, network assets and other equipment (such as cars, mobile phones and computers). We use our best efforts to protect assets from loss, damage, misuse, waste and theft.

Q: If I'm planning a holiday, can I use my work laptop to book flights and hotels?

A: Yes, your work laptop and your work phone can be used for "reasonable personal use" and these personal tasks should be done during your breaks or after working hours.

Q: I'm moving to a new house this weekend and need to use a trailer, but my car doesn't have a tow bar. Can I book an offsite meeting on Friday afternoon and take a pool car, so I can use it to tow the trailer on the weekend?

A: No sorry, pool cars are for work use only.

Our Policies

For further information, you can refer to our Conflicts of Interest Guide or Procurement Policy, Insider Trading Policy & Guidelines, Continuous Disclosure Policy, IT User Policy, Information Security Principles and Policy, our Privacy Policy, Delegated Authority Framework, Information and Records Management Policy, Entertainment and Travel Expenses guidelines and our Legal Compliance Policy. If anything about these expectations are unclear to you, you should speak to your manager, HR or the legal team for advice.

Help, Advice and Raising Concerns

We all need guidance in some situations, as every situation is different, and no code, policy or standard can cover everything. If you are ever in doubt about how to do the right thing, you should seek help or advice from someone at Vector who is authorised to help and support you.

We know it can feel difficult to raise concerns – it's normal to feel unsure about speaking up if we're not 100% certain about something. You can seek advice on any issue from your manager, HR (HR.Askus@vector.co.nz) or the legal team (CompanySecretary@vector.co.nz) at any time.

If you become aware of an actual or potential breach of this code or of any law, regulation, Vector policy or any other misconduct or wrongdoing, report it to your manager, HR, the legal team or use our Whistleblower process (whistleblower@vector.co.nz).

Non-Retaliation

We support employees who, in good faith, report any serious wrongdoing. We do not tolerate behaviour that discourages the reporting of a breach and we have a zero-tolerance policy for retaliation and discrimination against those who come forward to report wrongdoing or suspected wrongdoing. To the extent we can, we will keep confidential the identity of the person making the report.

For further information, you can refer to the Protected Disclosures Act (2000), Whistleblower Policy and the Fraud Control Policy and Guideline.

When it's not OK

When we choose to work at Vector, we choose to be responsible for consistently demonstrating our values and behaving in a way that is consistent with our code and asking for advice when we are unsure.

If actions, decisions or behaviours do not meet the expected standards outlined in this code, your employment agreement or our policies, we may investigate the circumstances and if it is deemed to be misconduct or serious misconduct, it may result in disciplinary action, including the potential for termination of employment.

Misconduct

Misconduct is unacceptable or irresponsible actions, behaviour or omissions.

Examples of misconduct include (but aren't limited to):

- Failure to report a work-related accident or incident.
- Disrupting the workplace by acts of undesirable behaviour and/or intentional misuse of time, equipment, facilities or resources, preventing or disrupting another employee from carrying out their duties.
- Poor timekeeping including failure to notify your manager/team leader of lateness or absence in a timely manner.
- Leaving the work site or taking unauthorised or extended breaks regularly without informing the manager/team leader, if required to do so.
- Acting in a negligent, careless or insolent manner in carrying out the role, or consistent inefficiency or incompetence in the performance of the role.
- Unsatisfactory attitude or lack of cooperation.
- Failure to follow Vector's standard policies, practices and procedures.
- Failure to act, dress, or communicate in a professional manner.

Serious Misconduct

Serious misconduct is labelled 'serious' because it can have the effect of destroying or undermining the relationship of trust and confidence between you and Vector. Without this trust and confidence, the employment relationship can't continue. Serious misconduct usually involves acting deliberately, however, there may be circumstances in which careless acts can also amount to serious misconduct.

Examples of unacceptable behaviours which constitute serious misconduct include (but are not limited to):

- Serious breach of Vector's policies and procedures.
- Misappropriation of Vector's physical property or intellectual property, or misappropriation of another employee's property.
- Dishonest conduct, being the wrongful and fraudulent taking or conversion of money, property or other things of value or material misrepresentation or deceit.
- Unlawful use of, wilful damage to, or neglect of Vector's property, another employee's property, or a client's property.
- Refusal or failure to undertake the duties of the position held or to carry out the reasonable and lawful instructions of your manager/team leader.
- Physical outbursts, shouting, verbal abuse or intimidation of another employee, customer, supplier or client on company or client premises, or at company functions.
- Discrimination, bullying, harassment of any kind including sexual or racial harassment of employees, customers or visitors to Vector.
- Any misrepresentation, misleading, or deceptive behaviour.
- Breach of Vector's Health and Safety policies, including reporting for work under the influence of drugs and/or alcohol, and behaviour endangering the safety of yourself or others.

More information can be found in the Performance and Conduct Policy.

Acknowledgment

I acknowledge that I have received a copy of our Code of Conduct & Ethics.

I have read our Code of Conduct and Ethics, I understand it, and I agree to comply with the standards of integrity and conduct within it – including asking the advice of my manager, HR or the Legal team if I am unsure about any aspect of the code.

I understand that behaviour inconsistent with this Code of Conduct & Ethics is not acceptable, and that any such behaviour will be addressed in a timely manner and could result in disciplinary action.

Name:

Signature:

Date: